REZONING AFFIDAVIT

DATE: AUG -4 2003

	(enter date affidavit is notarize	ed)
I, Carson L. Fifer, Jr., Agent fo		_, do hereby state that I am an
(enter name of applicant or a	authorized agent)	
(check one) [] applic	ant ant's authorized agent listed in Pa	r. 1(a) below
in Application No.(s):(enter	County-assigned application num	ber(s), e.g. RZ 88-V-001)
and that, to the best of my knowledg	ge and belief, the following inform	nation is true:
OWNERS, CONTRACT P application, and, if any of the and all ATTORNEYS and F behalf of any of the foregoin (NOTE: All relationships to Multiple relationships may b	g with respect to the application: the application listed above in Bo e listed together, e.g., Attorney/A For a multiparcel application, lis	f the land described in the BENEFICIARY of such trust, all AGENTS who have acted on OLD print must be disclosed. gent, Contract Purchaser/Lessee,
NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and	rip code) RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
LWL, LLC Agents: William L. Walde Brian J. Selfe	P.O. Box 2263 8 N. Madison Street Middleburg, VA 20118	Applicant/Contract Purchaser/Agent of a portion of TM 44-3-((6))-21A
Manassas Technology Ventures, LLC Agent: Joan M. Smith	11350 Random Hills Road Suite 720	Property Owner/Agent TM 44-3-((6))-21A

Agents: Carson L. Fifer, Jr. Esq. Suite 1800 Attorney/Agent
Gregory A. Riegle, Esq. McLean, VA 22102 Attorney/Agent

Lisa M. Chiblow Planner/Agent

Mary B. Schukraft Planner/Agent

Fairfax, VA 22030

1750 Tysons Boulevard

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

McGuireWoods LLP

Page	of	

Rezoning Attachment to Par. 1(a)

DATE:	AUG - 4 2003	
w. T	(enter date affidavit is notarized)	
for Application No. (s):		
(enter C	County-assigned application number (s))	
Olomba attack and		
together, e.g., Attorney/Agei	cation are to be disclosed. Multiple relations, Contract Purchaser/Lessee, Applicance Tax Map Number(s) of the parcel(s) for	t/Title Owner etc. For a
~	ADDRESS enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Zivic & Hurdle Architects P.C. Agent: Richard E. Hurdle	4031 University Drive Suite 120 Fairfax, VA 22030	Architects/Agents
Burgess & Niple, Inc.	4160 Pleasant Valley Road	Engineers/Agents

Chantilly, VA 20151 James L. McCormick

Dennis M. Thomas

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form. [.]

REZONING AFFIDAVIT

	DATE: AUG - 4 2003 (enter date affidavit is notarized)	
for Application No. (s):		
	(enter County-assigned application number(s))	
1(h) The fellowing a	anatitutes a listing the of the CITA DEHOLDEDG of all and it is a list	.1.

1(b). The following constitutes a listing** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(<u>NOTE</u>: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Manassas Technology Ventures, LLC 11350 Random Hills Road, Suite 720 Fairfax, VA 22030

DESCRIPTION OF CORPORATION: (check <u>one</u> statement)

- [N] There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- [] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Adler Manassas B, LLC 350 South Washington, LLC

Joan M. Smith, managing member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

None

(check if applicable) [1] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Ne.	coning Attachment to Par. 1(b)
DATE:	AUG - 4 2003
for Application No. (a).	(enter date affidavit is notarized)
for Application No. (s):(enter Con	unty-assigned application number (s))
LWL, LLC	ON: (enter complete name, number, street, city, state, and zip code)
P.O. Box 2263 8 N. Madison Street	
Middleburg, VA 20118	
DESCRIPTION OF CORPORATION: (There are 10 or less shareho	(check one statement)
There are nore than 10 share	lders, and all of the shareholders are listed below.
class of stock issued by said	cholders, and all of the shareholders owning 10% or more of any corporation are listed below.
[] There are more than 10 share stock issued by said corporat	cholders, but <u>no shareholder owns 10% or more</u> of any class of ion, and <u>no shareholders are listed below</u> .
NAMES OF THE SHAREHOLDER: (en	ter first name, middle initial, and last name)
Long Plaza LLC - Member	William L. Walde, managing member
EDWI, LLC - Member	Brian J. Selfe, managing member
None	
NAME & ADDRESS OF CORPORATION	(enter complete name, number, street, city, state, and zip code)
Zivic & Hurdle Architects P.C.	,
4031 University Drive, Suite 120	
Fairfax, VA 22030 DESCRIPTION OF CORPORATION: (che	eck one statement)
There are 10 or less sharehold	ers, and all of the shareholders are listed below.
[] There are more than 10 sharel class of stock issued by said c	olders, and all of the shareholders owning 10% or more of any
[] There are more than 10 sharely	colors, but <u>no shareholder owns 10% or more</u> of any class
of stock issued by said corpor	ation, and no shareholders are listed below.
NAMES OF THE SHAREHOLDERS: (ente	er first name, middle initial, and last name)
Richard E. Hurdle	
Bruce S. Zivic	
Anwar (nmi) Iabal	
AMES OF OFFICERS & DIRECTORS:	(enter first name, middle initial, last name, and title, e.g.
resident, Vice-President, Secretary, Treasu	rer, etc.)
Richard E. Hurdle, President	
Bruce S. Zivic, Vice President	
Brace B. Ervic, vice resident	
	corporation information and Par. 1(b) is continued further on a

FORM RZA-1 Updated (3/24/03)

Page

	Rez	oning Attachr	nent to Par. 1(b)	Page of
*		AUG -4		e e
for Application No. (s):	DATE: _		idavit is notarize	<u>d)</u>
	(enter Cou	inty-assigned a	oplication numbe	r (s))
NAME & ADDRESS OF C	CORPORATIO	ON: (enter comp	olete name, number	r, street, city, state, and zip code)
Long Plaza LLC				
P.O. Box 2263, 8 North M. Middleburg, VA 20118		*	•,	
DESCRIPTION OF CORP	ORATION: (check one staten	nent)	
[] There are mo	<u>re than 10</u> share	holders, and all of the holders, and all corporation are li	he shareholders are of the shareholders	e listed below. owning 10% or more of any
[] There are mo	re than 10 share	holders, but no s	sted below. hareholder owns 1 holders are listed b	0% or more of any class of pelow.
NAMES OF THE SHAREH	IOLDER: (ent	er first name, m	ddle initial, and la	st name)
Henry A. Long, managing Brian J. Selfe, authorized r		a L. White, auth ty H. Long, Men		Henry A. Long, II, Member Kirsten E. Long, Member
President, Vice-President, Second	cietary, freasu	rer, etc.)		
NAME & ADDRESS OF CO	RPORATION:	(enter complete	name, number, str	reet, city, state, and zip code)
EDWI, LLC				
4922 A St. Elmo Avenue Bethesda, MD 20814				
DESCRIPTION OF CORPOR	RATION: (che	ck <u>one</u> statement)	
[] There are 10 or	less shareholde	ers, and all of the	shareholders are l	isted below.
class of stock i	sued by said co	olders, and all of orporation are lis	the shareholders of	owning 10% or more of any
[] There are more	than 10 shareh	olders, but no sh	areholder owns 10	% or more of any class
of stock issued	by said corpora	tion, and no shar	eholders are listed	below.
NAMES OF THE SHAREHO	LDERS: (enter	first name, mid	lle initial, and last	name)
TM Investments, LP William L. Walde, managing i	nember			•
JEL-87 Trust				
NAMES OF OFFICERS & D President, Vice-President, Secr	IRECTORS: etary, Treasur	(enter first name er, etc.)	, middle initial, las	st name, and title, e.g.
None				
check if applicable) 4]	There is more c	orporation inform	nation and Par. 1(b) b)" form.	is continued further on a

FORM RZA-1 Updated (3/24/03)

Rezoning Attachment to	o Par. 1(b)	of_
DATE: AUG - 4 200 (enter date affidavit	is notarized)	
(enter County-assigned applicat	tion number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete na Burgess & Niple, Inc. 4160 Pleasant Valley Road Chantilly, VA 20151		
DESCRIPTION OF CORPORATION: (check one statement) [1] There are 10 or less shareholders, and all of the shareholders are more than 10 shareholders, and all of the sclass of stock issued by said corporation are listed be [1] There are more than 10 shareholders, but no shareholders stock issued by said corporation, and no shareholders. NAMES OF THE SHAREHOLDER: (enter first name, middle in	chareholders owning 10% or more of any clow. Ider owns 10% or more of any class of sare listed below.	
Wholly owned subsidiary of Burgess & Niple, Ltd.	utial, and last name)	
President, Vice-President, Secretary, Treasurer, etc. John T. DeBell, President Francis C. Smith, Dir & Chairman Kenneth R. Davis, Jr., Secty John D. Clarke, Jr., Exec. VP Garrett S. Runey, III, VP	dent Dennis M. Thomas, VP John M. Elkin, Exec. VP Juliette L. Connell, VP Melvin F. Willis, VP	
NAME & ADDRESS OF CORPORATION: (enter complete name, Dashco, Inc. 11350 Random Hills Road, Suite 720 Fairfax, VA 22030 DESCRIPTION OF CORPORATION: (check one statement) There are 10 or less shareholders, and all of the shareholders of stock issued by said corporation are listed below of stock issued by said corporation, and no shareholders of stock issued by said corporation, and no shareholders.	nolders are listed below. areholders owning 10% or more of any ow. der owns 10% or more of any class are listed below.	
NAMES OF THE SHAREHOLDERS: (enter first name, middle initi Daniel S. Adler Leonard (nmi) Adler Shawn D. Adler	ial, and last name)	
NAMES OF OFFICERS & DIRECTORS: (enter first name, midd President, Vice-President, Secretary, Treasurer, etc.)	le initial, last name, and title, e.g.	-
	ni) Adler, Vice President ith, VP, Asst. Secretary	
(check if applicable) There is more corporation information a "Rezoning Attachment to Par. 1(b)" form	and Par. 1(b) is continued further on a m.	

FORM RZA-1 Updated (3/24/03)

	Rezoning Attachment to I al. 1(b)
	DATE: AUG - 4 2003
3	(enter date affidavit is notarized)
for Application No. (s	(enter County-assigned application number (s))
	(enter County-assigned application number (s))
NAME & ADDRESS 350 South Washingt P.O. Box 3007 Oakton, VA 22124	OF CORPORATION: (enter complete name, number, street, city, state, and zip code) on, LLC
There a class of There a	CORPORATION: (check one statement) are 10 or less shareholders, and all of the shareholders are listed below. are more than 10 shareholders, and all of the shareholders owning 10% or more of any f stock issued by said corporation are listed below. are more than 10 shareholders, but no shareholder owns 10% or more of any class of ssued by said corporation, and no shareholders are listed below.
NAMES OF THE SH	AREHOLDER: (enter first name, middle initial, and last name)
	managing member (50%) aging member (50%)
11350 Random Hills	ECORPORATION: (enter complete name, number, street, city, state, and zip code) Road, Suite 720
Fairfax, VA 22030	•
There a There a class of There a	DRPORATION: (check one statement) re 10 or less shareholders, and all of the shareholders are listed below. re more than 10 shareholders, and all of the shareholders owning 10% or more of any stock issued by said corporation are listed below. re more than 10 shareholders, but no shareholder owns 10% or more of any class issued by said corporation, and no shareholders are listed below.
NAMES OF THE SHA	REHOLDERS: (enter first name, middle initial, and last name)
Dashco, Inc. Leonard (nmi) Adler	Daniel S. Adler Shawn D. Adler
President, Vice-Presider Daniel S. Adler, Pres Shawn D. Adler, Vic	
(check if applicable)	There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Page ____

FORM RZA-1 Updated (3/24/03)

REZONING AFFIDAVIT

	DATE:	AUG -4 2003	
		(enter date affidavit is notarized)	
for Application No. ((s):		
	(enter Cou	nty-assigned application number(s))	•
1(c). The following	ng constitutes a listing*	* of all of the PARTNERS both CENED	AI and I IMITED :

any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable)

[The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

Aaronson, Russell T., III, former Adams, Robert T.

Ames, W. Allen, Jr. Anderson, Arthur E., II Anderson, Donald D.

Andre-Dumont, Hubert Atkinson, Frank B., former

Aucutt, Ronald D. Bagley, Terrence M. Baril, Mary Dalton

Barnum, John W.

Barr, John S.

Bates, John W., III Belcher, Dennis I.

Blanco, Jim L., former

Boland, J. William Bracey, Lucius H., Jr.

Broaddus, William G.

Brown, Thomas C., Jr.

Burke, John W., III

Burkholder, Evan A. Burrus, Robert L., Jr.

(check if applicable)

[N] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

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Rezoning Attachment to Par. 1(c)

	DATE: _	AUG -4	2003	
for Application No. (s):	a .	(enter date at	fidavit is notarized)	
	(enter Cour	nty-assigned	application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable)

The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Busch, Stephen D. Cabaniss, Thomas E. Cairns, Scott S. Capwell, Jeffrey R. Carter, Joseph C., III Cason, Alan C. Cogbill, John V., III Courson, Gardner G., former Cranfill, William T. Cromwell, Richard J. Culbertson, Craig R. Cullen, Richard (nmi) Cutchins, Clifford A., IV Dabney, H. Slayton, Jr. de Cannart d'Hamale, Emmanuel Deem, William W. den Hartog, Grace R., former Dillon, Lee Ann Douglass, W. Birch, III Dudley, Waller T. Dyke, James Webster, Jr. Earl, Marshall H., Jr.

Evans, David E. Feller, Howard (nmi) Fennebresque, John C. Fifer, Carson Lee, Jr. Flemming, Michael D. France, Bonnie M. Franklin, Stanley M. Freye, Gloria L. Getchell, E. Duncan, Jr. Gieg, William F., former Gillece, James P., Jr. Glassman, M. Melissa Goodall, Larry M. Gordon, Alan B. Grandis, Leslie A. Grimm, William K. Hampton, Glenn W. Harmon, T. Craig Heberton, George H. Howard, Marcia Morales, former Isaf, Fred T. Johnston, Barbara Christie Joslin, Rodney D., former

(check if applicable) [1]

Edwards, Elizabeth F.

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Page _	of

	DATE: _	AUG	-4	2003		
for Application No. (s):		(enter date a	affida	vit is notarized)		
	(enter Cour	ity-assigned	appl	ication number (s))	

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable)

The above-listed partnership has no limited partners.

Michels, John J., Jr.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Kane, Richard F. Katsantonis, Joanne (nmi) Keefe, Kenneth M., Jr. King, Donald E. King, William H., Jr. Kittrell, Steven D. Krueger, Kurt J. La Fratta, Mark J. Lawrie, Jr., Henry deVos Little, Nancy R. Mack, Curtis L. Marshall, Gary S. Martin, George Keith McArver, R. Dennis McCallum, Steven C. McElligott, James P. McElroy, Robert G. McFarland, Robert W. McGee, Gary C., former McIntyre, Charles Wm. McMenamin, Joseph P. Melson, David E. Menges, Charles L. Menson, Richard L.

Milton, Christine R. Murphy, Sean F. Newman, William A. Nunn, Daniel B., Jr. Oakey, David N. O'Grady, Clive R. G. O'Grady, John B. Oostdyk, Scott C. Padgett, John D. Page, Rosewell, (nmi) III Pankey, David H. Pollard, John O. Price, James H., III Pusateri, David P. Richardson, David L. Rifken, Lawrence E. Riopelle, Brian C. Robertson, David W. Robinson, Stephen W. Rogers, Marvin L. Rohman, Thomas P. Rosen, Gregg M. Russell, Deborah M.

(check if applicable)

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

	Re	zoning Attachment to Par. 1(c)	Page of
	DATE:	AUG - 4 2003	
for Application No. (s):	B	(enter date affidavit is notarized)	
	(enter Co	unty-assigned application number (s))	
PARTNERSHIP NAME	& ADDRESS	e (enter complete name & number, stre	et, city, state & zip code)
McGuireWoods LL	P .		1

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable)

The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Rust, Dana L. Sable, Robert G. Satterwhite, Rodney A. Schill, Gilbert E., Jr. Sellers, Jane Whitt Shelley, Patrick M. Skinner, Halcyon E. Slaughter, Alexander H. Slone, Daniel K. Smith, James C., III Smith, R. Gordon Spahn, Thomas E. Stallings, Thomas J. Steen, Bruce M. Stone, Jacquelyn E. Strickland, William J. Stroud, Robert E. Summers, W. Dennis Swartz, Charles R. Swindell, Gary W., former Tashjian-Brown, Eva S. Taylor, D. Brooke Tetzlaff, Theodore R.

Thornhill, James A. Van der Mersch, Xavier G. Vick, Howard C., Jr. Waddell, William R. Walker, Howard W. Walsh, James H. Watts, Stephen H., II Wells, David M. Whittemore, Anne Marie Williams, Stephen E., former Williams, Steven R. Williamson, Mark D. Wilson, Ernest G. Wood, R. Craig Word, Thomas S., Jr., former Younger, W. Carter Zirkle, Warren E. Patrick A. DeRidder Sandra K. Giannone Patrick L. Hayden James L. Matte J. Tracy Walker, IV John B. Yorke, former B. Andrew Pickens Barbara (nmi) Baran

(check if applicable)

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Hollis Gonerka Bart

Rezoning Attachment to Par. 1(c)

	DATE:	AUG -4	2003
for Application No. (s):		(enter date	affidavit is notarized)
	(enter Co	ounty-assigned	application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable) [1]

The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Scott L. Becker Marshall H. Beil James J. Casey Jules I. Crystal Stephen J. Di Cioccio Michael J. DiMattia Donald J. Gibson, Jr. Philip (nmi) Goldstein Richard T. Greenberg Yvette (nmi) Harmon James T. Harrington David L. Hartsell Scott (nmi) Hodes Richard L. Jarashow Jacquelyn F. Kidder Michael H. King Timothy C. Klenk John Y. Lee Richard E. Lieberman William M. Long

James B. Riley, Jr.
Lawrence R. Samuels
Keith P. Schoeneberger
John L. Senica
William D. Serritella
Steven R. Smith
Joel H. Spitz
Gary L. Starkman
David F. Sterling
James K. Toohey
Peter J. Valeta
Robert E. Wangard
Richard A. Wilsker
Kevin J. Young

These are the only equity partners in the above-referenced firm.

(check if applicable)

Paul A. Lutter Richard J. Mason John B. Pellegrini Russell M. Pelton Robert J. Pristave Richard J. Rappaport

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: AUG - 4 2003

(enter date affidavit is notarized)

for Application No. (s):		
	(enter County-assigned application number(s))	

1(c). The following constitutes a listing** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

TM Investments, LP 4922 A St. Elmo Avenue Bethesda, MD 20814

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

General Partner:
CF Holdings G.P. (less than 10%)
Melvin (nmi) Lenkin
Thelma Z. Lenkin
Edward J. Lenkin

Limited Partners:
Melvin (nmi) Lenkin
Thelma Z. Lenkin
Edward J. Lenkin
Judy Lenkin Lerner
ML 1990 Trust

Melvin (nmi) Lenkin, Grantor

TZL 1990 Trust

Thelma Z. Lenkin, Grantor

EJL Trust

Edward J. Lenkin Judy Lenkin Lerner

JEL-87 Trust

Edward J. Lenkin Judy Lenkin Lerner

(check if applicable) [1] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

(W			Page of
	Rezoning A	ttachment to Par. 1(c)	
	DATE.	IG -4 2003	
		late affidavit is notarize	<u>d)</u>
for Application No. (s):		No.	
	(enter County-assi	gned application numbe	er (s))
PARTNERSHIP NAM	E & ADDRESS: (enter	complete name & numb	er, street, city, state & zip code)
Burgess & Niple, Ltd. (5085 Reed Road Columbus, Ohio 4322	Owner of Burgess & Niple,	Inc.)	
(check if applicable) [] The above-listed pa	artnership has <u>no limite</u>	d partners.
NAMES AND TITLES General Partner, Limit	OF THE PARTNERS: ed Partner, or General a	(enter first name, midd and Limited Partner)	le initial, last name, and title, e.g.,
			ř
James A. Butz	Richard W. Reithmiller	Kenneth R. Davis, Jr.	Walter C. Roehrs
John T. DeBell	Francis C. Smith	Barry Y. Dixon	Mark R. Rowland
James D. Edwards	Terrance A. Sack	James P. Garrison	Ronald R. Schultz
Peggy L. Garrison	Larry J. Woodlan	Davis A. Kalina	Charles J. Zibbel
Milton G. Bosworth	Dennis A. Chelsey	John D. Clarke, Jr.	John M. Elkin, Jr.

(check if applicable)

D. Bruce Mansfield

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT AUG - 4 2003

			DAT	E:	idavit is notarized			
				(enter date an	idavit is notarized	,	.	
for Ap	plication	on No. (s):	(ente	er County-assigned	application numbe	r(s))		
1(d).	One	of the followin	g boxes m	ust be checked:				
	[]	of any and all and beneficia	other indi	listed in Paragraph viduals who own in t) 10% or more of SEE of the land:	n the aggregate (d	lirectly and as	a shareholder, p	partne
					is a s		1	
						·		
					• .			
7 .	√ 7]	aggregate (dir	ectly and a	ted in Paragraphs 1 as a shareholder, pa OWNER, CONTI	rtner, and benefic	ciary of a trus	t) 10% or more	of the
2.	his or indiv	her immediate	e househol nership of	c County Board of d owns or has any stock in a corporati	financial interest	in the subject	land either	¥
	EXC	EPT AS FOL	LOWS: (NOTE: If answer	is none, enter "N	ONE" on the	line below.)	
9		None						
	(checl	k if applicable)		There are more in "Rezoning Attach			continued on a	

REZONING AFFIDAVIT

		DATE:	AUG - 4 2003	
		-	(enter date affidavit is notarize	ed)
for A	pplication No. (s):			
		(enter Co	ounty-assigned application numb	per(s))
3.	household, either d or attorney, or throu officer, director, en of stock of a particular ordinary depositor of including any gift of EXCEPT AS FOL	irectly or by wangh a partner of polyee, agent, ular class, has, or customer relar donation hav	ay of partnership in which any f any of them, or through a cor or attorney or holds 10% or m or has had any business or fina ationship with or by a retail esting a value of \$200 or more, w	of this application, no member of the any member of his or her immediate of them is a partner, employee, ager poration in which any of them is an acre of the outstanding bonds or shart incial relationship, other than any tablishment, public utility, or bank, with any of those listed in Par. 1 above NONE" on line below.)
10, 2	1. DeBell (Burgess &	Niple) made a d	lonation to the Friends of Mike Fr	rey in excess of \$200.00 on September LLC) contributed in excess of \$200 to
8	the ming	or financial rela of this applicat orings. See Par	ion and before each public hes	d in this paragraph that arise after aring must be disclosed prior to the
	(check if applicable)	[] The	are are more disclosures to be list zoning Attachment to Par. 3" for	ted and Par. 3 is continued on a orm.
	PURCHASER, or l and every public he or supplemental in	LESSEE of the caring on this formation, inc	of the APPLICANT, TITLE of the land have been listed and but matter. I will reexamine this	roken down, and that prior to each affidavit and provide any changed relationships of the type described.
VITN	ESS the following si	gnature:	15/1	
	(check one)		Applicant [4] Carson L. Fifer, Jr., Ap	Applicant's Authorized Agent
		(type	e or print first name, middle in	itial, last name, and title of signee)
	U .	ore me this 4 County/City of	2 day of Quart	2003, in the State/Comm. Notary Public
	nmission expires:	131/06		
RM RZ	A-1 Updated (3/24/03)			

PROFFERED CONDITION AMENDMENT REZONING AFFIDAVIT

DA	TE: AUG - 4 2003	•,
	(enter date affidavit is notari	ized)
Carson L. Fifer, Jr., Agen	t for Applicant	
(enter name of applicant	or authorized agent)	, do hereby state that I am an
	,	
	olicant	
[J] app	plicant's authorized agent listed in P	ar. 1(a) below
in Application No.(s):	•	
. (en	ter County-assigned application nur	mber(s), e.g. RZ 88-V-001)
and that, to the best of my knowle	edge and belief, the following infor	mation is true:
1(a). The following constitutes OWNERS, CONTRACT	a listing of the names and addresses PURCHASERS, and LESSEES	s of all APPLICANTS, TITLE
application, and, if any of and all ATTORNEYS and	the foregoing is a TRUSTEE*, eac d REAL ESTATE BROKERS, an	th BENEFICIARY of such trust, d all AGENTS who have acted on
behalf of any of the forego	oing with respect to the application:	
Applicant/Title Owner, e	to the application listed above in B y be listed together, e.g., Attorney/A etc. For a multiparcel application, li) in the Relationship column.)	Agent, Contract Purchaser/Lesson
NAME	ADDRESS	DEL ATIONOMINA
(enter first name, middle initial, and last name)	(enter number, street, city, state, and	zip code) RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
LWL, LLC	P.O. Box 2263	Applicant/Contract
Agents: William L. Walde Brian J. Selfe	8 N. Madison Street Middleburg, VA 20118	Purchaser/Agent of a portion of TM 44-3-((6))-21A
Manassas Technology Ventures, LI	.C 11350 Random Hills Road	Property Owner/Agent
Agent: Joan M. Smith	Suite 720	TM 44-3-((6))-21A
	Fairfax, VA 22030	
McGuireWoods LLP	1750 Tysons Boulevard	
Agents: Carson L. Fifer, Jr. Esq.	Suite 1800	Attorney/Agent
Gregory A. Riegle, Esq. Lisa M. Chiblow	McLean, VA 22102	Attorney/Agent
Mary B. Schukraft	a a	Planner/Agent Planner/Agent
1 1 10 11 11 1	There are more relationships to	

continued on a "Rezoning Attachment to Par. 1(a)" form.

^{*} List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

-			
Rezoning	Attachment	to Par. 1(a)	

Page_

DA		
for Application No. (s):	(enter date affidavit is notarized)	
(ent	er County-assigned application number (s))	
together, e.g., Attorney/A	oplication are to be disclosed. Multiple relation agent, Contract Purchaser/Lessee, Applican st the Tax Map Number(s) of the parcel(s) for	t/Title Owner, etc. For a
NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationship listed in BOLD above)
Zivic & Hurdle Architects P.C. Agent: Richard E. Hurdle	4031 University Drive Suite 120 Fairfax, VA 22030	Architects/Agents
Burgess & Niple, Inc. Agents: William C. Putnam James L. McCormick Dennis M. Thomas	4160 Pleasant Valley Road Chantilly, VA 20151	Engineers/Agents

(check if applicable)

[] There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

Page Two

PROFFERED CONDITION AMENDMENT REZONING AFFIDAVIT

	DATE: AUG - 4 2003	•
	(enter date affidavit is notarized)	
for Ap	plication No. (s): (enter County-assigned application number(s))	
	(check county-assigned approximent number(s))	
1(b).	The following constitutes a listing** of the SHAREHOLDERS of all corporations disclosed in affidavit who own 10% or more of any class of stock issued by said corporation, and where succorporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation	h on is
(NOT INVE	E: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL EST STMENT TRUSTS herein.)	(ATE
	CORPORATION INFORMATION	
NAM	E & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip of	ode)
Ma 11: Fai	nassas Technology Ventures, LLC 50 Random Hills Road, Suite 720 rfax, VA 22030	
DESC	RIPTION OF CORPORATION: (check one statement)	
	There are 10 or less shareholders, and all of the shareholders are listed below. There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.	
	[] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.	
NAMI	S OF SHAREHOLDERS: (enter first name, middle initial, and last name)	
350	er Manassas B, LLC South Washington, LLC n M. Smith, managing member	
	S OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. Presic	dent
Vice P	esident, Secretary, Treasurer, etc.)	
No	le	
	· · · · · · · · · · · · · · · · · · ·	

(check if applicable) [7] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

PROFFERED CONDITION AMENDMENT Rezoning Attachment to Par 1(b)

Page	of
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		g the state to I all I(b)
	DATE	E: AUG -4 2003
C 4		(enter date affidavit is notarized)
or Application		•
e.	(enter (County-assigned application number (s))
P.O. Box 22 8 N. Madiso Middleburg ESCRIPTIOI [] [] AMES OF TH Long Plaza I EDWI, LLC	DRESS OF CORPORA' 263 on Street VA 20118 N OF CORPORATION There are 10 or less share There are more than 10 sh class of stock issued by sa There are more than 10 sh stock issued by said corpo TE SHAREHOLDER: LLC – Member – Member FICERS & DIRECTOR	N: (check one statement) reholders, and all of the shareholders are listed below. hareholders, and all of the shareholders owning 10% or more of any raid corporation are listed below. hareholders, but no shareholder owns 10% or more of any class of oration, and no shareholders are listed below. (enter first name, middle initial, and last name) William L. Walde, managing member Brian J. Selfe, managing member
AMES OF OF esident, Vice-F	FICERS & DIRECTO President, Secretary, Tre	PRS: (enter first name, middle initial, last name, and title, e.g. easurer, etc.)
7ivic & Hurdl	ESS OF CORPORATIO e Architects P.C.	ON: (enter complete name, number, street, city, state, and zip code)
	ty Drive, Suite 120	
Fairfax: VA 2	2030	
SCRIPTION (OF CORPORATION: (check one statement)
	here are more than 10 sho	olders, and all of the shareholders are listed below.
cl	ass of stock issued by said	areholders, and all of the shareholders owning 10% or more of any did corporation are listed below.
[] T	here are more than 10 shar	are holders, but no shareholder owns 10% or more of any class
of	stock issued by said corp	poration, and no shareholders are listed below.
		enter first name, middle initial, and last name)
Richard E. H	ardle	and last name)
Bruce S. Zivi	C	
Anwar (nmi)		·
AMES OF OFF	ICERS & DIRECTOR	S: (enter first name, middle initial, last name, and title, e.g.
esident, Vice-Pr	esident, Secretary, Treas	Surer etc.)
1.6		outer, ow.j
	urdle, President	
DIUCE S. ZIVI	c, Vice President	

FORM RZA-1 Updated (3/24/03)

(check if applicable)

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

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Rezoning Attachment to Par. 1(b)	rage OI _

			i a
	DAT	AUG -4 2003	•
		(enter date affidavit is notarize	<u>d)</u>
for Applicati			
	(enter	County-assigned application number	er (s))
NAME & AI	DRESS OF CORPOR	ATION: (enter complete name, numbe	r, street, city, state, and zip code)
Middlebur DESCRIPTIO [1] [1] NAMES OF T	2263, 8 North Madison Street, VA 20118 ON OF CORPORATIO There are 10 or less shat There are more than 10 class of stock issued by There are more than 10 stock issued by said corporation.	ON: (check one statement) areholders, and all of the shareholders are shareholders, and all of the shareholders are said corporation are listed below. shareholders, but no shareholder owns leporation, and no shareholders are listed: (enter first name, middle initial, and least the legal of the the shareholders are listed below.	s owning 10% or more of any 10% or more of any class of below.
	elfe, authorized member	Betty H. Long, Member	Kirsten E. Long, Member
None			
NAME & ADI	ORESS OF CORPORAT	TON: (enter complete name, number, s	treet, city, state, and zip code)
	Elmo Avenue		
Bethesda, N DESCRIPTIO	N OF CORPORATION:	(check one statement)	
[1]		eholders, and all of the shareholders are shareholders, and all of the shareholders	
	class of stock issued by a	said corporation are listed below.	
[]		shareholders, but <u>no shareholder owns 1</u> orporation, and no shareholders are liste	
	•		
NAMES OF T	HE SHAREHOLDERS:	(enter first name, middle initial, and las	at name)
TM Investr William L. JEL-87 Tru	Walde, managing member		
	OFFICERS & DIRECTO -President, Secretary, Ti	ORS: (enter first name, middle initial, l	ast name, and title, e.g.

None

(check if applicable)

[4]

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

	Rezoning	Attachment to Pa	ır. 1(b)	1 ugc 01
	DATE:	AUG - 4 2003	· .	
for Application No. (s):	(ente	r date affidavit is no	otarized)	
	(enter County-as	signed application	number (s))	
NAME & ADDRESS OF Burgess & Niple, Inc.	CORPORATION: (6	enter complete name	number street site at a	
Burgess & Niple, Inc. 4160 Pleasant Valley R Chantilly, VA 20151			namou, succi, city, state	e, and zip code)
DESCRIPTION OF COR	PORATION: (check	One statement)		
[] There are m class of stoo	<u>0 or less</u> shareholders, a nore than 10 shareholders ck issued by said comore	and all of the shareholes, and all of the share	holder ormin - 100/	
	oy said corporation, and	no shareholders are	listed below.	y class of
NAMES OF THE SHARE	HOLDER: (enter first	name, middle initial	, and last name)	
Wholly owned subsidiar			• *	
NAMES OF OFFICERS & President: Vice-President S	DIRECTORS: (ente	r first name middle i	nitial last	
President, Vice-President, S John T. DeBell, President	ecretary, Treasurer et	c) ods. III. Vice President	Dennis M. Thomas, VP	e, e.g.
Francis C. Smith, Dir & Ch	nairman Terrence A. Sa	achs, Dir/Treas.	John M. Elkin, Exec. VP	
Kenneth R. Davis, Jr., Sect John D. Clarke, Jr., Exec. \	y Ronald S. Bray VP Garrett S. Run	y, VP ey, III, VP	Juliette L. Connell, VP Melvin F. Willis, VP	
NAME & ADDRESS OF CO	ORPORATION: (enter	complete name, aug	C CALLET CO. T.	
Dashco, Inc. 11350 Random Hills Road, Fairfax, VA 22030		complete name, num	noci, sueci, city, state, an	d zip code)
DESCRIPTION OF CORPO	ORATION: (check one	statement)		
M) I here are 10	or less shareholders, and	all of the shareholds	ers are listed below.	
[] Increase mo	ore than 10 shareholders, issued by said corporation	and all of the shareh	olders owning 10% or me	ore of any
[] I here are mo	re than 10 shareholders, and by said corporation, and	but no shareholder or	wns 10% or more of any	class
NAMES OF THE SHAREH				
Daniel S. Adler Leonard (nmi) Adler		·	ard last hattey	
Shawn D. Adler				
NAMES OF OFFICERS & President, Vice-President, Sec	DIRECTORS: (enter cretary, Treasurer, etc.	first name, middle in	itial, last name, and title,	e.g.
Daniel S. Adler, Presiden		ž. "	dler, Vice President	* * *

(check if applicable)

N

Shawn D. Adler, VP, Secretary

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Joan M. Smith, VP, Asst. Secretary

PROFFERED CONDITION AMENDMENT Rezoning Attachment to Par. 1(b)

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9	DATE: AUG - 4 2003
for Application No. (-)	(enter date affidavit is notarized)
for Application No. (s): _	(enter County essioned analisation and 1
	(enter County-assigned application number (s))
NAME & ADDRESS OF 0 350 South Washington, L P.O. Box 3007 Oakton, VA 22124	CORPORATION: (enter complete name, number, street, city, state, and zip code) LC
DESCRIPTION OF CORI	PORATION: (check one statement)
[4] There are 10	or less shareholders, and all of the shareholders are listed below.
[] There are mo	ore than 10 shareholders, and all of the shareholders owning 10% or more of any
class of stoc	k issued by said corporation are listed below.
[] There are most stock issued	ore than 10 shareholders, but no shareholder owns 10% or more of any class of by said corporation, and no shareholders are listed below.
NAMES OF THE SHARE	HOLDER: (enter first name, middle initial, and last name)
David M. Gregory, manag	ing member (50%)
Robert E. Paris, managing	member (50%)
	DIRECTORS: (enter first name, middle initial, last name, and title, e.g.
President, Vice-President, Se None	
ADDRESS OF CO Adler Manassas B, LECO 11350 Random Hills Road Fairfax, VA 22030	PRPORATION: (enter complete name, number, street, city, state, and zip code) , Suite 720
ESCRIPTION OF CORPO	RATION: (check one statement)
[1] There are 10 c	or less shareholders, and all of the shareholders are listed below
[] There are mor	te than 10 shareholders, and all of the shareholders owning 10% or more of any
[] There are mor	issued by said corporation are listed below. e than 10 shareholders, but no shareholder owns 10% or more of any class
of stock issue	d by said corporation, and no shareholders are listed below.
AMES OF THE SHAREHO	OLDERS: (enter first name, middle initial, and last name)
Dashco, Inc.	Daniel S. Adler
I conord (new!) A di-	
Leonard (nmi) Adler	Shawn D. Adler
AMES OF OFFICERS & 1	DIRECTORS: (enter first name, middle initial, last name, and title, e.g.
AMES OF OFFICERS & 1	DIRECTORS: (enter first name, middle initial, last name, and title, e.g.
VAMES OF OFFICERS & I	DIRECTORS: (enter first name, middle initial, last name, and title, e.g. cretary, Treasurer, etc.) & Treasurer ident

There is more corporation information and Par. 1(b) is continued further on a

"Rezoning Attachment to Par. 1(b)" form.

FORM RZA-1 Updated (3/24/03)

(check if applicable)

Page Three

REZONING AFFIDAVIT

	DAID.		
		(enter date affidavit is notarized)	
for Application No. (s):			
•	(enter C	ounty-assigned application number(s))	20

AUG - 4 2003

1(c). The following constitutes a listing** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable) \(\)\] The above-listed partnership has no limited partners.

DATE.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

Aaronson, Russell T., III, former Adams, Robert T. Ames, W. Allen, Jr. Anderson, Arthur E., II Anderson, Donald D. Andre-Dumont, Hubert Atkinson, Frank B., former Aucutt, Ronald D. Bagley, Terrence M. Baril, Mary Dalton

Barnum, John W.

Barr, John S.
Bates, John W., III
Belcher, Dennis I.
Blanco, Jim L., former
Boland, J. William
Bracey, Lucius H., Jr.
Broaddus, William G.
Brown, Thomas C., Jr.
Burke, John W., III
Burkholder, Evan A.
Burrus, Robert L., Jr.

(check if applicable) [N] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

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Rezoning Attachment to Par. 1(c)

	DATE:	AUG - 4	2003			
for Application No. (s):	_	(enter date	affidavit is notar	ized)		
•	(enter Cou	ınty-assigne	d application nun	aber (s))	-	

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Busch, Stephen D. Cabaniss, Thomas E. Cairns, Scott S. Capwell, Jeffrey R. Carter, Joseph C., III Cason, Alan C. Cogbill, John V., III Courson, Gardner G., former Cranfill, William T. Cromwell, Richard J. Culbertson, Craig R. Cullen, Richard (nmi) Cutchins, Clifford A., IV Dabney, H. Slayton, Jr. de Cannart d'Hamale, Emmanuel Deem, William W. den Hartog, Grace R., former Dillon, Lee Ann Douglass, W. Birch, III Dudley, Waller T. Dyke, James Webster, Jr.

Evans, David E. Feller, Howard (nmi) Fennebresque, John C. Fifer, Carson Lee, Jr. Flemming, Michael D. France, Bonnie M. Franklin, Stanley M. Freye, Gloria L. Getchell, E. Duncan, Jr. Gieg, William F., former Gillece, James P., Jr. Glassman, M. Melissa Goodall, Larry M. Gordon, Alan B. Grandis, Leslie A. Grimm, William K. Hampton, Glenn W. Harmon, T. Craig Heberton, George H. Howard, Marcia Morales, former Isaf. Fred T. Johnston, Barbara Christie Joslin, Rodney D., former

(check if applicable) [\]

Earl, Marshall H., Jr.

Edwards, Elizabeth F.

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

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of

Rezoning Attachment to Par. 1(c)

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•	DATE:	 it is notarized)	
for Application No. (s):		eation number (s))	

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable) [6] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Kane, Richard F. Katsantonis, Joanne (nmi) Keefe, Kenneth M., Jr. King, Donald E. King, William H., Jr. Kittrell, Steven D. Krueger, Kurt J. La Fratta, Mark J. Lawrie, Jr., Henry deVos Little, Nancy R. Mack, Curtis L. Marshall, Gary S. Martin, George Keith McArver, R. Dennis McCallum, Steven C. McElligott, James P. McElroy, Robert G. McFarland, Robert W. McGee, Gary C., former McIntyre, Charles Wm. McMenamin, Joseph P. Melson, David E. Menges, Charles L.

Menson, Richard L.

Michels, John J., Jr. Milton, Christine R. Murphy, Sean F. Newman, William A. Nunn, Daniel B., Jr. Oakey, David N. O'Grady, Clive R. G. O'Grady, John B. Oostdyk, Scott C. Padgett, John D. Page, Rosewell, (nmi) III Pankey, David H. Pollard, John O. Price, James H., III Pusateri, David P. Richardson, David L. Rifken, Lawrence E. Riopelle, Brian C. Robertson, David W. Robinson, Stephen W. Rogers, Marvin L. Rohman, Thomas P. Rosen, Gregg M. Russell, Deborah M.

(check if applicable) [V] There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

PROFFERED CONDITION AMENDMENT Rezoning Attachment to Par. 1(c)

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	DATE:	AUG - 4 2003	
for Application No. (s):		(enter date affidavit is notarized)	
	(enter Co	ounty-assigned application number (s))	-

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable) [V] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Rust, Dana L. Sable, Robert G. Satterwhite, Rodney A. Schill, Gilbert E., Jr. Sellers, Jane Whitt Shelley, Patrick M. Skinner, Halcyon E. Slaughter, Alexander H. Slone, Daniel K. Smith, James C., III Smith, R. Gordon Spahn, Thomas E. Stallings, Thomas J. Steen, Bruce M. Stone, Jacquelyn E. Strickland, William J. Stroud, Robert E. Summers, W. Dennis Swartz, Charles R. Swindell, Gary W., former Tashjian-Brown, Eva S. Taylor, D. Brooke Tetzlaff, Theodore R.

Thornhill, James A. Van der Mersch, Xavier G. Vick, Howard C., Jr. Waddell, William R. Walker, Howard W. Walsh, James H. Watts, Stephen H., II Wells, David M. Whittemore, Anne Marie Williams, Stephen E., former Williams, Steven R. Williamson, Mark D. Wilson, Ernest G. Wood, R. Craig Word, Thomas S., Jr., former Younger, W. Carter Zirkle, Warren E. Patrick A. DeRidder Sandra K. Giannone Patrick L. Hayden James L. Matte J. Tracy Walker, IV John B. Yorke, former B. Andrew Pickens Barbara (nmi) Baran

(check if applicable) \[\]

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

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Rezoning

ng Attachment to Par. 1(c)	Page of
AUG - 4 2003	

	DATE:
for Application No. (s):	(enter date affidavit is notarized)
	(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 McLean, VA 22102

(check if applicable) \[\lambda_1 \] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Scott L. Becker Marshall H. Beil James J. Casey Jules I. Crystal Stephen J. Di Cioccio Michael J. DiMattia Donald J. Gibson, Jr. Philip (nmi) Goldstein Richard T. Greenberg Yvette (nmi) Harmon James T. Harrington David L. Hartsell Scott (nmi) Hodes Richard L. Jarashow Jacquelyn F. Kidder Michael H. King Timothy C. Klenk John Y. Lee Richard E. Lieberman William M. Long Paul A. Lutter

James B. Riley, Jr. Lawrence R. Samuels Keith P. Schoeneberger John L. Senica William D. Serritella Steven R. Smith Joel H. Spitz Gary L. Starkman David F. Sterling James K. Toohey Peter J. Valeta Robert E. Wangard Richard A. Wilsker Kevin J. Young

These are the only equity partners in the above-referenced firm.

(check if applicable) [1]

Richard J. Mason John B. Pellegrini Russell M. Pelton Robert J. Pristave Richard J. Rappaport

> There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Page Three

REZONING AFFIDAVIT

DATE:	AUG	- 4	2003		
	(enter dat	e aff	idavit i	s notarized)	

101 11	1		(-,		(eı	nte	r C	ount	y-a	ssi	gned	applic	ation n	umbe	er(s)))		 ٠
					 											CENTER	 1 7 72 77 77 77 77 77 77 77 77 77 77 77 7	

1(c). The following constitutes a listing** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

TM Investments, LP 4922 A St. Elmo Avenue Bethesda, MD 20814

for Application No. (c).

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

General Partner:

CF Holdings G.P. (less than 10%)

Melvin (nmi) Lenkin Thelma Z. Lenkin Edward J. Lenkin **Limited Partners:**

Melvin (nmi) Lenkin

Thelma Z. Lenkin

Edward J. Lenkin

Judy Lenkin Lerner

ML 1990 Trust

Melvin (nmi) Lenkin, Grantor

TZL 1990 Trust

Thelma Z. Lenkin, Grantor

EJL Trust

Edward J. Lenkin

Judy Lenkin Lerner

JEL-87 Trust

Edward J. Lenkin Judy Lenkin Lerner

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Page_

Rezoning Attachment to Par. 1(c)
DATE:AUG -4 2003
for Application No. (s): (enter date affidavit is notarized)
(enter County-assigned application number (s))
PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Burgess & Niple, Ltd. (Owner of Burgess & Niple, Inc.) 5085 Reed Road Columbus, Ohio 43220
(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

	15		
James A. Butz John T. DeBell James D. Edwards Peggy L. Garrison Milton G. Bosworth D. Bruce Mansfield	Richard W. Reithmiller Francis C. Smith Terrance A. Sack Larry J. Woodlan Dennis A. Chelsey	Kenneth R. Davis, Jr. Barry Y. Dixon James P. Garrison Davis A. Kalina John D. Clarke, Jr.	Walter C. Roehrs Mark R. Rowland Ronald R. Schultz Charles J. Zibbel John M. Elkin, Jr.

(check if applicable) [V]

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Page Four

REZONING AFFIDAVIT

	DATE: AUG -4 2003
	(enter date affidavit is notarized)
for A	pplication No. (s): (enter County-assigned application number(s))
1(d).	One of the following boxes <u>must</u> be checked:
	[] In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:
	Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land.
2.	That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.
	EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)
	None
	(check if applicable) [] There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

Page Five

REZONING ABBIDAYKE

		,	DATE:	: AUG - 4 2003
				(enter date affidavit is notarized)
for A	Application No. (s)	:		
			(enter C	County-assigned application number(s))
3.	household, eith or attorney, or officer, directo of stock of a pa ordinary depos	y Board of ner directly through a r, employe articular cl itor or cus	Supervi y or by w partner of ee, agent ass, has, tomer re	eriod prior to the public hearing of this application, no member of the visors, Planning Commission, or any member of his or her immediate way of partnership in which any of them is a partner, employee, agent of any of them, or through a corporation in which any of them is an ant, or attorney or holds 10% or more of the outstanding bonds or shares, or has had any business or financial relationship, other than any relationship with or by a retail establishment, public utility, or bank, aving a value of \$200 or more, with any of those listed in Par. 1 above
10, 2	n T. DeBell (Burge	ss & Niple) e, Henry A.) made a (OTE: If answer is none, enter "NONE" on line below.) a donation to the Friends of Mike Frey in excess of \$200.00 on September ad Elissa L. White (Long Merrifield, LLC) contributed in excess of \$200 to
	the III	ing of this	applicat	elationships of the type described in this paragraph that arise after ation and before each public hearing must be disclosed prior to the ar. 4 below.)
	(check if applica	ble) []	The	here are more disclosures to be listed and Par. 3 is continued on a Rezoning Attachment to Par. 3" form.
4.	PURCHASER, and every publ or supplementa	ing 10% o , or LESS ic hearing il informa	or more EE of th g on this tion, inc	I in this affidavit is complete, that all partnerships, corporations, e of the APPLICANT, TITLE OWNER, CONTRACT the land have been listed and broken down, and that prior to each is matter, I will reexamine this affidavit and provide any changed icluding business or financial relationships of the type described e on or after the date of this application.
WITN	ESS the followin	ig signatu	re:	(VIII) DV, DUS
	(check o	ne)	1	Applicant N Applicant's Authorized Agent
E .				Carson L. Fifer, Jr., Applicant's Agent
			(typ	pe or print first name, middle initial, last name, and title of signee)
Subscri f <u>/</u>)	ibed and sworn to		this <u>4</u> y/City o	of Fairfax Jamela J. Lamlet
<i>(</i>		01) .	Notary Public

ORM RZA-1 Updated (3/24/03)

My commission expires:

SPECIAL EXCEPTION AFFIDAVIT

JUN 30 2003 DATE: (enter date affidavit is notarized) Lisa M. Chiblow, Agent for Applicant , do hereby state that I am an (enter name of applicant or authorized agent) (check one) applicant applicant's authorized agent listed in Par. 1(a) below in Application No.(s): (enter County-assigned application number(s), e.g. SE 88-V-001) and that, to the best of my knowledge and belief, the following information is true: 1(a). The following constitutes a listing of the names and addresses of all APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES of the land described in the application, and, if any of the foregoing is a TRUSTEE*, each BENEFICIARY of such trust, and all ATTORNEYS and REAL ESTATE BROKERS, and all AGENTS who have acted on behalf of any of the foregoing with respect to the application: (NOTE: All relationships to the application listed above in BOLD print are to be disclosed. Multiple relationships may be listed together, e.g., Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.) NAME RELATIONSHIP(S) (enter first name, middle initial, and (enter number, street, city, state, and zip code) (enter applicable relationships last name) listed in BOLD above) LWL, LLC P.O. Box 2263 Applicant/Contract Agents: William L. Walde 8 N. Madison Street Purchaser/Agent of a portion of Brian J. Selfe Middleburg, VA 20118 TM 44-3-((6))-21A Manassas Technology Ventures, LLC 11350 Random Hills Road Property Owner/Agent Agent: Joan M. Smith Suite 720 TM 44-3-((6))-21A Fairfax, VA 22030 McGuireWoods LLP 1750 Tysons Boulevard

(check if applicable)

Agents: Carson L. Fifer, Jr. Esq.

Lisa M. Chiblow

Mary B. Schukraft

Gregory A. Riegle, Esq.

There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception Attachment to Par. 1(a)" form.

Attorney/Agent

Attorney/Agent

Planner/Agent

Planner/Agent

* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Suite 1800

McLean, VA 22102

		Page of
Sp.	ecial Exception Attachment to Par. 1(a)	1 mgc 01
D	JUN 3 0 2003	
	(enter date affidavit is notarized)	
for Application No. (s):	·	
(ente	r County-assigned application number (s))	3
e.g., Attorney/Agent, Col	plication are to be disclosed. Multiple relation itract Purchaser/Lessee, Applicant/Title Ovap Number(s) of the parcel (s) for each owner	wher etc For a multimental
NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationship listed in BOLD above)
Zivic & Hurdle Architects P.C. Agent: Richard E. Hurdle	4031 University Drive Suite 120 Fairfax, VA 22030	Architects/Agents
Burgess & Niple, Inc. Agents: William C. Putnam James L. McCormick	4160 Pleasant Valley Road Chantilly, VA 20151	Engineers/Agents

(check if applicable)

[] There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

	JUN 3 U 2003 DATE:
	(enter date affidavit is notarized)
for Ap	oplication No. (s):
_	(enter County-assigned application number(s))
1(b).	The following constitutes a listing** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:
	E: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE STMENT TRUSTS herein.)
	CORPORATION INFORMATION
code) Ma 113	E & ADDRESS OF CORPORATION: (enter complete name and number, street, city, state, and zip massas Technology Ventures, LLC 350 Random Hills Road, Suite 720 irfax, VA 22030
DESC	 There are 10 or less shareholders, and all of the shareholders are listed below. There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.
NAM	ES OF SHAREHOLDERS: (enter first name, middle initial and last name)
350	ler Manassas B, LLC O South Washington, LLC an M. Smith, managing member
(check	if applicable) There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit Attachment 1(b)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

							Page	of
		Special	-		t to Par. 1(b)			
		DATE	·	JUN 30 2	2003			
		DAIL		affidavit is	notarized)			
for Application	on No. (s):		(110111111111111		•	
		(enter Co	unty-assigne	d applicatio	on number (s))			
NAME & AD	DRESS OF C	ORPORATIO	ON: (enter c	omplete nam	ie, number, stre	et, city, state, ar	nd zip code)	1
LWL, LLC								
P.O. Box 22 8 N. Madiso								
Middleburg,								
-	ON OF CORP	ORATION:	(check one st	atement)				
[X]					holders are liste	ed below.	2	z z
[]						ing 10% or mor	e of any	
[1]	class of stock					r more of any c	loss of	
					are listed below		IASS OI	
NAMES OF T	THE SHAREH	OLDERS: (enter first na	me, middle ir	nitial, and last n	ame)	x *	
	LLC – Member		William L.	Walde, mana	aging member			
EDWI, LLC	- Member		Brian J. Sel	lfe, managing	g member			
1.60		. "						
NAME & ADI	DRESS OF CO	RPORATIO	N: (enter con	nplete name,	number, street,	city, state, and	zip code)	
	le Architects P.C.							
4031 Universi Fairfax, VA 2	ity Drive, Suite 12	0						
railiax, vA 2	22030							
DESCRIPTIO	N OF CORPO	RATION: (c	heck <u>one</u> state	ement)				
4/ 1	There are 10	r less shoreho	ldem and all	of the shoreh	nolders are listed	d halow		
[] [/						ing 10% or mor	e of anv	
	class of stock	issued by said	corporation a	are listed belo	ow.	-	-	
[]					der owns 10% or ers are listed bel	r more of any c	lass	
	OI Stock Issue	1 by said corp.	nation, and <u>n</u>	O SHATCHOIGE	15 are listed ber	0w .		
NAMES OF T	HE SHAREHO)LDERS: (er	ter first name	e, middle init	ial, and last nar	ne)		
Richard E. H	lurdle		g g					
Bruce S. Ziv	ic					ari		×"
Anwar (nmi)	Iabal							
			1				2	
(check if applica	able) [A]		re corporation ception Attacl			continued furthe	r on a	

			Page of
		Special Exception Attachment to Par JUN 30 2003	0
		DATE:	
C 4 1' '		(enter date affidavit is notariz	red)
for Applicatio	on No. (s):	(enter County-assigned application numb	per (s))
NAME & AD Long Plaza I		ORPORATION: (enter complete name, numb	per, street, city, state, and zip code)
	63, 8 North Mad	ison Street	
DESCRIPTION (*) []	There are 10 c There are more class of stock: There are more	ORATION: (check one statement) or less shareholders, and all of the shareholders te than 10 shareholders, and all of the shareholders ssued by said corporation are listed below. than 10 shareholders, but no shareholder owns y said corporation, and no shareholders are lister	ers owning 10% or more of any s 10% or more of any class of
NAMES OF 7	THE SHAREH	OLDERS: (enter first name, middle initial, an	nd last name)
Henry A. Lo Brian J. Self	ng, managing m e, authorized me	ember Elisa L. White, authorized member mber Betty H. Long, Member	Henry A. Long, II, Member Kirsten E. Long, Member
	4		
EDWI, LLC 4922 A St. Eli	mo Avenue	RPORATION: (enter complete name, number	, street, city, state, and zip code)
Bethesda, MD			
DESCRIPTIO	N OF CORPO	RATION: (check one statement)	
*	There are mor	or less shareholders, and all of the shareholders are than 10 shareholders, and all of the shareholders.	are listed below. ers owning 10% or more of any
[]	There are mor	issued by said corporation are listed below. e than 10 shareholders, but <u>no shareholder own:</u> I by said corporation, and <u>no shareholders are li</u>	s 10% or more of any class isted below.
NAMES OF T	HE SHAREHO	OLDERS: (enter first name, middle initial, and	last name)
TM Investmer William L. W JEL-87 Trust	nts, LP alde, managing m	ember	
(check if applica	able)	There is more corporation information and Par "Special Exception Attachment to Par. 1(b)" for	. 1(b) is continued further on a corm.

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	Special Exception Attachment to Par. 1(b) JUN 30 2003
	DATE:
or Application	(enter date affidavit is notarized) on No. (s):
11	(enter County-assigned application number (s))
NAME & AD	DRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Burgess & N 4160 Pleasar Chantilly, V	nt Valley Road
FSCRIPTIO	ON OF CORPORATION: (check one statement)
	There are 10 or less shareholders, and all of the shareholders are listed below.
ij	There are more than 10 shareholders, and all of the shareholders owning 10% or more of any
	class of stock issued by said corporation are listed below.
[]	There are more than 10 shareholders, but no shareholder owns 10% or more of any class of
	stock issued by said corporation, and no shareholders are listed below.
AMES OF T	THE SHAREHOLDERS: (enter first name, middle initial, and last name)
whony own	ed subsidiary of Burgess & Niple, Ltd.
	· ·
	DRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Dashco, Inc.	- XXIII D - 1 0 1 700
Fairfax, VA 2	m Hills Road, Suite 720
I alliax, VA 2	
ESCRIPTIO	N OF CORPORATION: (check one statement)
s/ 1	There are 10 or long shougholders and all of the charakelders are listed to the
K 1	There are 10 or less shareholders, and all of the shareholders are listed below. There are more than 10 shareholders, and all of the shareholders owning 10% or more of any
	class of stock issued by said corporation are listed below.
[]	There are more than 10 shareholders, but no shareholder owns 10% or more of any class
	of stock issued by said corporation, and no shareholders are listed below.
AMES OF T	HE SHAREHOLDERS: (enter first name, middle initial, and last name)
Daniel S. Adle	•
Leonard (nmi)	
Shawn D. Adl	
	
check if applica	ble) There is more corporation information and Par. 1(b) is continued further on a
appliou	"Special Exception Attachment to Par. 1(b)" form

		Page of
	Special Exception Attachment to Par. 1(b)	
	DATE:	
	(enter date affidavit is notarized)	
or Application	No. (s):	
	(enter County-assigned application number (s))	
NAME & ADDI	RESS OF CORPORATION: (enter complete name, number, street, city,	state, and zip code)
350 South Wash	ington, LLC	
P.O. Box 3007	mgtom, 220	
Oakton, VA 22	124	
DESCRIPTION	OF CORPORATION: (check one statement)	3
M ₂ 7	There are 10 or less shareholders, and all of the shareholders are listed below	7.
. [,] J	There are more than 10 shareholders, and all of the shareholders owning 10%	or more of any
	lass of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% or more of	of any class of
	tock issued by said corporation, and no shareholders are listed below.	n any class of
3	took issued by said corporation, and incommence are inside series.	
NAMES OF TH	E SHAREHOLDERS: (enter first name, middle initial, and last name)	
David M. Grego Robert E. Paris,	ry, managing member (50%) managing member (50%)	
	* * *	
NAME & ADDR	ESS OF CORPORATION: (enter complete name, number, street, city, sta	ite, and zip code)
Adler Manassas 11350 Random I Fairfax, VA 220	Hills Road, Suite 720	
	-	
LSCKIP HUN	OF CORPORATION: (check one statement)	
rk 1	There are 10 or less shareholders, and all of the shareholders are listed below	
[']	here are more than 10 shareholders, and all of the shareholders owning 10%	or more of any
	lass of stock issued by said corporation are listed below.	. C 1
[] 7	There are more than 10 shareholders, but no shareholder owns 10% or more of stock issued by said corporation, and no shareholders are listed below.	of any class
NAMES OF TH	E SHAREHOLDERS: (enter first name, middle initial, and last name)	
Dashco, Inc.	Daniel S. Adler	
Leonard (nmi) A	Adler Shawn D. Adler	
check if applicable	There is more corporation information and Par. 1(b) is continue	ed further on a
	"Special Exception Attachment to Par. 1(b)" form.	

SPECIAL EXCEPTION AFFIDAVIT

		DATE: _	(enter date aff		otarized)	
for Ap	plication No. (s):					
		(enter Co	ounty-assigned a	application	number(s))	
1(c).		onstitutes a listing disclosed in this a		PARTNI	ERS, both GENE	RAL and LIMITED, in

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, and number, street, city, state, and zip code)
TM Investments, LP
4922 A St. Elmo Avenue
Bethesda, MD 20814

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

General Partner:
CF Holdings G.P. (less than 10%)
Melvin (nmi) Lenkin
Thelma Z. Lenkin
Edward J. Lenkin

Limited Partners:
Melvin (nmi) Lenkin
Thelma Z. Lenkin
Edward J. Lenkin
Judy Lenkin Lerner
ML 1990 Trust
Melvin (nmi) Lenkin, Grantor
TZL 1990 Trust

Edward J. Lenkin Judy Lenkin Lerner

JEL-87 Trust

EJL Trust

Edward J. Lenkin

Judy Lenkin Lerner

Thelma Z. Lenkin, Grantor

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit Attachment to Par. 1(c)" form.

** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

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	Special Exception	n Attachment to Par. 1	l(c)	
		JUN 30 2003		
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	(enter da	ate affidavit is notarized		
for Application No. (s):			,	
Tot Tipphounou i vo. (b).	(enter County-assig	ned application number	(s))	
	(Chief County-assig	ned application hamber	(3))	
PARTNERSHIP NAME	& ADDRESS: (enter c	omplete name & numbe	er, street, city, state & zip code)	
	ca ii z z i i z z i cai c		2, 52000, 010, 51000 to 22p 0000)	
Burgess & Niple, Ltd. (6 5085 Reed Road Columbus, Ohio 43220	Owner of Burgess & Niple,	Inc.)		
, and a				
(check if applicable) [The above-listed pa	rtnership has <u>no limited</u>	partners.	
NAMES AND TITLES General Partner, Limite			e initial, last name, and title, e.g.,	
			2 1	
James A. Butz	Richard W. Reithmiller	Kenneth R. Davis, Jr.	Walter C. Roehrs	
John T. DeBell	Francis C. Smith	Barry Y. Dixon	Mark R. Rowland	
James D. Edwards	Terrance A. Sack	James P. Garrison	Ronald R. Schultz	
Peggy L. Garrison	Larry J. Woodlan	Davis A. Kalina	Charles J. Zibbel	
Milton G. Bosworth	Dennis A. Chelsey	John D. Clarke, Jr.	John M. Elkin, Jr.	
D. Bruce Mansfield				

Page _	of

Special Exception Attachment to Par. 1(c)

	DATE:
for Application No. (s):	(enter date affidavit is notarized)
	(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(check if applicable)

The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

Aaronson, Russell T., III
Adams, Robert T.
Arnes, W. Allen, Jr.
Anderson, Arthur E., II
Anderson, Donald D.
Andre-Dumont, Hubert
Atkinson, Frank B., former
Aucutt, Ronald D.
Bagley, Terrence M.
Baril, Mary Dalton
Barnum, John W.

Barr, John S.
Bates, John W., III, retired
Belcher, Dennis I.
Blanco, Jim L., former
Boland, J. William
Bracey, Lucius H., Jr.
Broaddus, William G.
Brown, Thomas C., Jr.
Burke, John W., III
Burkholder, Evan A.
Burrus, Robert L., Jr.

(check if applicable)



There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

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Special Exception Attachment to Par. 1(c)

ATE.

DATE:

(enter date affidavit is notarized)

JUN 30 2003

for Application No. (s):

(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP

1750 Tysons Boulevard, Suite 1800

McLean, VA 22102

(check if applicable)

The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Busch, Stephen D.
Cabaniss, Thomas E.
Cairns, Scott S.
Capwell, Jeffrey R.
Carter, Joseph C., III
Cason, Alan C.

Coursen Gardner G for

Courson, Gardner G., former

Cranfill, William T. Cromwell, Richard J.

Culbertson, Craig R.

Cutchins, Clifford A., IV

Cullen, Richard (nmi)

Dabney, H. Slayton, Jr.

Deem, William W.

de Cannart d'Hamale, Emmanuel

den Hartog, Grace R., former

Dillon, Lee Ann

Douglass, W. Birch, III

Dudley, Waller T.

Dyke, James Webster, Jr.

Earl, Marshall H., Jr., retired

Edwards, Elizabeth F.

Evans, David E.

Feller, Howard (nmi)

Fennebresque, John C.

Fifer, Carson Lee, Jr.

Flemming, Michael D.

France, Bonnie M.

Franklin, Stanley M.

Freye, Gloria L.

Getchell, E. Duncan, Jr.

Gieg, William F., former

Gillece, James P., Jr.

Glassman, M. Melissa

Goodall, Larry M.

Gordon, Alan B.

Grandis, Leslie A.

Grimm, W. Kirk

Hampton, Glenn W.

Harmon, T. Craig

Heberton, George H.

Howard, Marcia Morales

Isaf, Fred T.

Johnston, Barbara Christie

Joslin, Rodney D., former

(check if applicable)



There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

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Special Exception Attachment to Par. 1(c)

	DATE:	U 2003
for Application No. (s):	(enter date affidavit	is notarized)
	(enter County-assigned applicat	tion number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP
1750 Tysons Boulevard.

1750 Tysons Boulevard, Suite 1800

McLean, VA 22102

(check if applicable) [

The above-listed partnership has no limited partners.

Michels, John J., Jr.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Kane, Richard F. Katsantonis, Joanne (nmi) Keefe, Kenneth M., Jr. King, Donald E. King, William H., Jr. Kittrell, Steven D. Krueger, Kurt J. La Fratta, Mark J. Lawrie, Jr., Henry deVos Little, Nancy R. Mack, Curtis L. Marshall, Gary S. Martin, George Keith McArver, R. Dennis, retired McCallum, Steven C. McElligott, James P. McElroy, Robert G. McFarland, Robert W. McGee, Gary C., former McIntyre, Charles Wm. McMenamin, Joseph P. Melson, David E. Menges, Charles L.

Milton, Christine R. Murphy, Sean F. Newman, William A. Nunn, Daniel B., Jr. Oostdyk, Scott C. O'Grady, Clive R. G. O'Grady, John B. Oakey, David N. Padgett, John D. Page, Rosewell, (nmi) III Pankey, David H. Pollard, John O., retired Price, James H., III Pusateri, David P. Richardson, David L. Rifken, Lawrence E. Riopelle, Brian C. Robertson, David W. Robinson, Stephen W. Rohman, Thomas P. Rogers, Marvin L. Rosen, Gregg M. Russell, Deborah M.

Menson, Richard L.

	Page of _
Special E	xception Attachment to Par. 1(c) JUN 3 0 2003
DATE:	W.
	(enter date affidavit is notarized)
for Application No. (s):	
	ty-assigned application number (s))
PARTNERSHIP NAME & ADDRESS:	(enter complete name & number, street, city, state & zip code)
McGuireWoods LLP	(,,,,,,,,,,,,
MCGullewoods LDF 1750 Tysons Boulevard, Suit	-e 1800
McLean, VA 22102	
(check if applicable) The above-l	isted partnership has no limited partners.
	VERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or Ge	neral and Limited Partner)
Rust, Dana L.	Thornhill, James A.
Sable, Robert G.	Van der Mersch, Xavier G.
Satterwhite, Rodney A.	Vick, Howard C., Jr.
Schill, Gilbert E., Jr.	Waddell, William R.
Sellers, Jane Whitt	Walker, Howard W.
Shelley, Patrick M.	Walsh, James H.
Skinner, Halcyon E.	Watts, Stephen H., II
Slaughter, Alexander H., retired	Wells, David M.
Slone, Daniel K.	Whittemore, Anne Marie
Smith, James C., III	Williams, Stephen E., former
Smith, R. Gordon	Williams, Steven R.
Spahn, Thomas E.	Williamson, Mark D.
Stallings, Thomas J.	Wilson, Ernest G.
Steen, Bruce M.	Wood, R. Craig
Stone, Jacquelyn E.	Word, Thomas S., Jr., former
Strickland, William J.	Younger, W. Carter
Stroud, Robert E., retired	Zirkle, Warren E.
Summers, W. Dennis	Patrick A. DeRidder
Swartz, Charles R.	Sandra K. Giannone
Swindell, Gary W., former	Patrick L. Hayden
Tashjian-Brown, Eva S.	James L. Matte

These are the only equity partners in the above-referenced firm.

(check if applicable) [] There is more partnership information and Par. 1(c) is continued further on a "Special Exception Attachment to Par. 1(c)" form.

J. Tracy Walker, IV John B. Yorke, former

B. Andrew Pickens

Taylor, D. Brooke, retired

Tetzlaff, Theodore R.

SPECIAL EXCEPTION AFFIDAVIT

		DATE: JUN 3 0 2003
		(enter date affidavit is notarized)
for A	pplicat	tion No. (s):
	-	(enter County-assigned application number(s))
1(d).	One	e of the following boxes <u>must</u> be checked:
	[]	In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:
	[]	Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land.
2.	his o indiv	no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of or her immediate household owns or has any financial interest in the subject land either vidually, by ownership of stock in a corporation owning such land, or through an interest in a nership owning such land.
	EXC	CEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)
		None

(check if applicable)



There are more interests to be listed and Par. 2 is continued on a "Special Exception Attachment to Par. 2" form.

Appli	lication No.(s):	
прри	(county-assigned application number(s), to be entered by County Staff)	Page Fiv
	SPECIAL EXCEPTION AFFIDAVIT	1 age 1 iv
	DATE: JUN 3 0 2003	
	(enter date affidavit is notarized)	
3.	That within the twelve-month period prior to the public hearing of this application, no member Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employed or attorney, or through a partner of any of them, or through a corporation in which any of them officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds of stock of a particular class, has, or has had any business or financial relationship, other than ordinary depositor or customer relationship with or by a retail establishment, public utility, or including any gift or donation having a value of \$200 or more, with any of those listed in Par. EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)	nediate e, agent, n is an or shares any bank,
	John T. DeBell (Burgess & Niple) made a donation to the Friends of Mike Frey in excess o \$200.00 on September 10, 2002.	f
	NOTE: Business or financial relationships of the type described in this paragraph that arise the filing of this application and before each public hearing must be disclosed prior public hearings. See Par. 4 below.) (check if applicable) [] There are more disclosures to be listed and Par. 3 is continued on the	to the
	"Special Exception Attachment to Par. 3" form.	
4.	That the information contained in this affidavit is complete, that all partnerships, corpor and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land have been listed and broken down, and that prior and every public hearing on this matter, I will reexamine this affidavit and provide any cor supplemental information, including business or financial relationships of the type desin Paragraph 3 above, that arise on or after the date of this application.	to each
WIT	TNESS the following signature:	
	(check one) [] Applicant [Applicant's Authorized Age	nt
	Lisa M. Chiblow, Applicant's Agent	
	(type or print first name, middle initial, last name, and & title of signed)
of _	scribed and sworn to before me this 30 day of June 2003, in the State/Out of Sample Notary Public	Comm.
Му с	commission expires: 3/3/06	

STATEMENT OF JUSTIFICATION

REZONING APPLICATION/ PROFFERED CONDITION AMENDMENT/ SPECIAL EXCEPTION APPLICATION

Westfields Parcel 21A Pt. July 31, 2003 PECEIVED

Department of Planning & Zoning

AUG 0 4 2003

Zoning Evaluation Division

I. OVERVIEW

The subject application is filed on behalf of LWL, LLC (the "Applicant"). The property is located in the Westfields Corporate Center in the southwest quadrant of the intersection of Sully Road and Westfields Boulevard. More specifically, the property includes the northern 3.0 acres of Tax Map Parcel 44-3((6))-21A pt. This is an application to rezone the property from the I-3 District to the C-6 District. The C-6 designation will allow the property to develop with retail uses and service uses as recommended as an option in the Comprehensive Plan.

As generally illustrated on the GDP, the site will be linked with an internal pedestrian and street system. The surrounding land uses include the Sully Station Shopping Center to the south, industrial land to the east, a hotel and two future restaurants to the west and right-of-way for the future expansion of the Sully Road and Westfields Boulevard interchange to the north.

II. BACKGROUND

The subject property is located within the Westfields International Corporate Center at Dulles ("Westfields"). Westfields is a 1,100+ acre industrial and office park which is presently governed by RZ 78-S-063, approved by the Board of Supervisors on November 18, 1985. This area has been identified as the retail area for Westfields, both at the time of the initial rezoning and throughout the process of amending the Comprehensive Plan.

Under Special Exception SE 88-S-031, in the name of Hilton Suites, Inc., the application property was permitted to develop as a hotel with 200 suites, a 40 seat cocktail lounge, 100 seat dining area and 2,000 square feet of conference area. This use was not constructed due to market conditions and the Special Exception has since expired.

III. PROFFER CONDITION AMENDMENT

The rezoning of the property will necessitate a Proffered Condition Amendment to the proffered condition agreement that governs Westfields - RZ 78-S-063. The PCA will change the land use designation of the subject property and maintain the associated